

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

)  
) Chapter 11

DELPHI CORPORATION, et al

)  
) Case No. 05-44481 (RDD)

Debtors.

)  
) Jointly Administered

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**SUMMARY OF THIRD INTERIM FEE APPLICATION FOR COMPENSATION OF SERVICES  
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
INCURRED BY PRICEWATERHOUSECOOPERS LLP TO PROVIDE CERTAIN SARBANES-  
OXLEY COMPLIANCE, TAX AND FINANCIAL PLANNING, AND OTHER GENERAL TAX  
CONSULTING SERVICES TO DELPHI CORPORATION, et al.,  
FOR THE PERIOD OCTOBER 1, 2006 THROUGH JANUARY 31, 2007**  
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Name of Applicant:

PricewaterhouseCoopers LLP

Authorized to Provide Professional Services to:

The above captioned debtors and debtors in possession

Date of Retention:

June 21, 2006 (nunc pro tunc as of January 1, 2006)

Period for which compensation and reimbursement is  
sought:

October 1, 2006 through January 31, 2007 (the "Fourth  
Interim Fee Period")

Amount of Compensation requested:

\$8,557,454.00

Amount of Expense Reimbursement requested:

\$542,801.10

Total Compensation and Expense Reimbursement requested:

\$9,100,255.10

Blended Hourly Rate during this period:<sup>1</sup>

\$181.72

Compensation previously requested:

\$10,273,450.50

Compensation previously awarded:

\$0.00

Expenses previously requested:

\$1,205,044.82

Expenses previously awarded:

\$0.00

This is a:   X   interim    final Application.

The total time expended for fee application preparation is approximately 975.9 hours and  
the corresponding compensation requested is approximately \$241,903.50.

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<sup>1</sup> Blended hourly rate calculated for hourly professional services: Sarbanes-Oxley 404 Services, Tax  
Compliance-Foreign Affiliate Reporting, Fresh Start Accounting Services and Project Giant.

**PRIOR INTERIM APPLICATIONS FILED**

Date	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
03/15/07	02/01/06 - 05/31/06	\$2,344,167.75	\$298,544.27	Pending	Pending
03/21/07	06/01/06 - 09/30/06	\$7,929,282.75	\$906,500.55	Pending	Pending
<b>Total</b>		<b>\$10,273,450.50</b>	<b>\$1,205,044.82</b>	<b>\$ 0.00</b>	<b>\$ 0.00</b>

**MONTHLY INVOICES SUBMITTED:**

The fees and expenses requested during the Fourth Interim Fee Period are shown below, as well as adjustments requested in prior Interim Fee Applications, combined total is the Total Compensation and Expense Reimbursement requested.

	FEES	EXPENSES	TOTAL
<b>FEES AND EXPENSES REQUESTED IN INTERIM PERIOD'S MONTHLY APPLICATIONS:</b>			
<b>MONTHLY FEES - TOTAL</b>	<b>\$8,788,296.75</b>	<b>\$654,722.33</b>	<b>\$9,443,019.08</b>
Oct-2006	\$1,184,984.75	\$99,479.05	\$1,284,463.80
Nov-2006	\$1,920,712.25	\$223,171.08	\$2,143,883.33
Dec-2006	\$2,195,095.50	\$152,532.46	\$2,347,627.96
Jan-2007	\$3,487,504.25	\$179,539.74	\$3,667,043.99
<b>FEES AND EXPENSES ADJUSTMENTS - ALREADY REQUESTED IN PRIOR INTERIM FEE APPLICATIONS (NO ADDITIONAL ADJUSTMENT NEEDED):</b>			
<b>PRIOR INTERIM FEE APPLICATIONS - TOTAL</b>	<b>(\$230,842.75)</b>	<b>(\$111,921.23)</b>	<b>(\$342,763.98)</b>
Oct-2006	(\$4,302.00)	(\$64,986.09)	(\$69,288.09)
Nov-2006	(\$164,451.50)	(\$89,206.14)	(\$253,657.64)
Dec-2006	(\$62,089.25)	\$42,271.00	(\$19,818.25)
<b>FEES AND EXPENSES ADJUSTMENTS - ALREADY REQUESTED IN SUBSEQUENT MONTHLY APPLICATIONS (NO ADDITIONAL ADJUSTMENT NEEDED):</b>			
<b>SUBSEQUENT MONTHLY FEES - TOTAL</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
	\$0.00	\$0.00	\$0.00
<b>RECONCILED FEES AND EXPENSE REQUEST (FOURTH INTERIM PERIOD (10/01/06 - 01/31/07):</b>			
<b>TOTAL FEES AND EXPENSES</b>	<b>\$8,557,454.00</b>	<b>\$542,801.10</b>	<b>\$9,100,255.10</b>

**SUMMARY OF HOURS AND FEES BY PROJECT CATEGORY**

<b>Project</b>	<b>US/Intl</b>	<b>Hours</b>	<b>Fees</b>
Sarbanes-Oxley 404 Services	Intl	14,776.9	\$2,053,064.75
	US	27,556.0	\$4,534,169.50
<b>Sarbanes-Oxley 404 Services Total</b>		<b>42,333.0</b>	<b>\$6,587,234.25</b>
Fresh Start Accounting Services	US	622.5	\$250,000.00
<b>Fresh Start Accounting Services Total</b>		<b>622.5</b>	<b>\$250,000.00</b>
Project Giant	US	3,867.1	\$1,671,219.75
<b>Project Giant Total</b>		<b>3,867.1</b>	<b>\$1,671,219.75</b>
Executive Financial Planning Services	US		\$29,000.00
<b>Executive Financial Planning Services Total</b>			<b>\$29,000.00</b>
WNTS Advisory Services	US		\$20,000.00
<b>WNTS Advisory Services Total</b>			<b>\$20,000.00</b>
<b>Grand Total</b>		<b>46,822.6</b>	<b>\$8,557,454.00</b>

**FIXED FEE SERVICES - \$49,000.00**

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**EXECUTIVE FINANCIAL PLANNING STATEMENT OF WORK, \$29,000.00**

As stated in PricewaterhouseCoopers retention application, these services are Fixed Fee by Delphi Executive. Listed below are the total fees for the Fourth Quarter of 2006 and the First Quarter of 2007, the quarterly invoices are annexed hereto as **Exhibit C**.

**2006 4th Quarter Fees**

<b><u>Participant</u></b>	<b><u>Total Fees</u></b>
Mark Weber	\$ 2,000
Karen Healy	\$ 2,000
Atul Pasricha	\$ 1,500
David Knill	\$ 1,500
William Lloyd	\$ 1,500
Mark Hester	\$ 2,750
John Sheehan	\$ 3,250
<b>Current Fees</b>	<b><u>\$ 14,500</u></b>

**2007 1st Quarter Fees**

<b><u>Participant</u></b>	<b><u>Total Fees</u></b>
Mark Weber	\$ 2,000
Karen Healy	\$ 2,000
Atul Pasricha	\$ 1,500
David Knill	\$ 1,500
William Lloyd	\$ 1,500
Mark Hester	\$ 2,750
John Sheehan	\$ 3,250
<b>Current Fees</b>	<b><u>\$ 14,500</u></b>

**WNTS (WASHINGTON NATIONAL TAX SERVICES) ADVISORY SERVICES STATEMENT OF WORK**

As stated in PricewaterhouseCoopers retention application, these services are Fixed Fee advisory services billed to the Debtors through a monthly fixed fee, \$5,000 per month, the monthly invoices are annexed hereto as **Exhibit D**.

<b>Project Category</b>	<b>Fees</b>
WNTS Advisory Services	\$20,000.00
<b>Grand Total</b>	<b>\$20,000.00</b>

**HOURLY FEE SERVICES - 46,822.6 HOURS, \$8,508,454.00**

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PricewaterhouseCoopers professionals provided hourly advisory services associated with the various tax advisory services and other professional services associated with the bankruptcy. The professionals who performed these services are listed below:

**PROJECT CATEGORY**

Project	US/Intl	Hours	Fees
Sarbanes-Oxley 404 Services	Intl	14,776.9	\$2,053,064.75
	US	27,556.0	\$4,534,169.50
<b>Sarbanes-Oxley 404 Services Total</b>		<b>42,333.0</b>	<b>\$6,587,234.25</b>
Fresh Start Accounting Services	US	622.5	\$250,000.00
<b>Fresh Start Accounting Services Total</b>		<b>622.5</b>	<b>\$250,000.00</b>
Project Giant	US	3,867.1	\$1,671,219.75
<b>Project Giant Total</b>		<b>3,867.1</b>	<b>\$1,671,219.75</b>
<b>Grand Total</b>		<b>46,822.6</b>	<b>\$8,508,454.00</b>

**SUMMARY OF PROFESSIONALS**

**SARBANES-OXLEY 404 SERVICES - HOURS AND COMPENSATION**

Position	Professional Name	Work Country	Rate	Hours	Fees
Partner	Belkasmi, Aziz	Morocco	\$250	4.0	\$1,000.00
	Berera, Satyavati	India	\$250	5.0	\$1,250.00
	Bucrek, James	United States	\$540	3.0	\$1,620.00
	Cenko, Michael	United States	\$470	60.0	\$28,200.00
	Choi, JH	Korea	\$400	0.5	\$200.00
	Cornell, Ralph	United States	\$470	10.0	\$4,700.00
	Decker, Brian	United States	\$390	230.2	\$89,778.00
	Erickson, Dave	United States	\$390	38.0	\$14,820.00
	Fairchild, Simon	United Kingdom	\$400	2.8	\$1,120.00
	Fitzgerald, Patrick	China	\$400	8.9	\$3,560.00
	Gee, Theresa	United States	\$610	3.5	\$2,135.00
	Kohler, Hansjoachim	Germany	\$470	3.7	\$1,739.00
	Ramirez, Adolfo	Mexico	\$325	63.3	\$20,572.50
	Rios, Claudia	Mexico	\$325	23.1	\$7,491.25
	Sen, Coskun	Turkey	\$350	1.0	\$350.00
	Towhill, Brian	France	\$400	2.0	\$800.00
<b>Partner Total</b>				<b>459.0</b>	<b>\$179,335.75</b>
Director	Brown, Stasi	United States	\$260	451.7	\$117,442.00
	Burkheiser, Eric	United States	\$330	1.5	\$495.00

Position	Professional Name	Work Country	Rate	Hours	Fees
Director <i>(continued)</i>	Christie, Karen	United States	\$330	58.5	\$19,305.00
	Danton, Stephen	United States	\$330	36.2	\$11,946.00
	Fields, Robert	United States	\$330	6.7	\$2,211.00
	Gates, Jason	United States	\$260	3.0	\$780.00
	Herbst, Shannon	United States	\$260	554.7	\$144,222.00
	Lane, Chris	United States	\$260	250.5	\$71,730.00
	Osterman, Scott	United States	\$260	507.9	\$141,654.00
	Perkins, Daniel	United States	\$360	186.1	\$66,996.00
	Peterson, Michael	United States	\$320	387.9	\$124,128.00
	Powell, Thomas	United States	\$260	1.2	\$312.00
	Roberts, Blanche	United States	\$360	3.0	\$1,080.00
	Sanders, Nicholas	United States	\$260	1.5	\$390.00
	Schmitz, Karin	United States	\$330	173.0	\$57,090.00
	Stevens, Charles	United States	\$260	11.9	\$3,094.00
	Szuldrzynski, Krzysztof	Poland	\$250	7.0	\$1,750.00
	Tao, Iris	China	\$330	23.0	\$7,590.00
	Wojdyla, Dennis	United States	\$260	371.9	\$96,681.00
<b>Director Total</b>				<b>3,037.2</b>	<b>\$868,896.00</b>
Sr Manager	Cano, Carlos	Mexico	\$225	54.4	\$12,240.00
	Gnesin, Adam	United States	\$260	343.4	\$89,271.00
	Goh, Bernard	Singapore	\$300	14.0	\$4,200.00
	Hatfield, Richard	United Kingdom	\$300	7.4	\$2,442.00
	Hinchliffe, Debbie	United Kingdom	\$300	86.1	\$25,830.00
	Kosner, Frank	Germany	\$330	53.5	\$17,655.00
	Lee, SK	Korea	\$300	52.5	\$15,750.00
	Renner, Josef	Austria	\$300	110.5	\$33,150.00
	Ricardez, Elvira	Mexico	\$225	100.2	\$22,545.00
	Sayah, Kamal	Morocco	\$180	24.0	\$4,320.00
	Tao, Iris	China	\$330	32.0	\$10,560.00
	Throup, Zoe	United Kingdom	\$300	13.3	\$4,389.00
	Wild, Travis	Australia	\$300	51.8	\$15,966.00
	Xu, Jasper	China	\$300	204.0	\$61,200.00
<b>Sr Manager Total</b>				<b>1,147.1</b>	<b>\$319,518.00</b>
Manager	Ahuja, Manpreet Singh	India	\$120	105.1	\$12,612.00

Position	Professional Name	Work Country	Rate	Hours	Fees
Manager ( <i>continued</i> )	Arif, Hafiz	United Kingdom	\$200	109.0	\$21,790.00
	Aslan, Kuray	Turkey	\$175	18.0	\$3,150.00
	Barta, Alexander	Austria	\$200	101.5	\$20,300.00
	Bellavia, Simona	Italy	\$200	152.0	\$30,400.00
	Coles, Tamsin	United Kingdom	\$200	38.5	\$7,695.00
	Delaunay, Helene	France	\$200	90.0	\$18,000.00
	Ferreira, Sandra	Portugal	\$175	167.1	\$29,242.50
	Fisher, Tamara	United States	\$280	640.0	\$179,186.00
	Galang, Jennifer	United States	\$230	191.2	\$43,976.00
	Jamal, Navaid	United States	\$165	1.0	\$165.00
	Jang, Chang-uk	Korea	\$230	2.0	\$460.00
	Jilka, Nehal	United Kingdom	\$200	240.9	\$48,188.00
	Johnson, Theresa	United States	\$165	212.2	\$35,013.00
	Krech, Miklos	Hungary	\$175	16.5	\$2,887.50
	Kus, Vitezslav	Czech Republic	\$175	136.3	\$23,852.50
	Long, David	United States	\$280	32.0	\$8,960.00
	Massimino, Sarah	United States	\$230	15.4	\$3,542.00
	Monnette, Jeffrey	United States	\$165	23.5	\$3,877.50
	Orf, Darren	United States	\$280	453.6	\$126,994.00
	Parakh, Siddarth	United States	\$165	726.9	\$119,938.50
	Pascu, Hedy	Romania	\$175	67.0	\$11,725.00
	Reed, Brian	United States	\$165	362.8	\$59,862.00
	Rhodes, Carol	United States	\$165	417.0	\$68,805.00
	Rogge, Horst	Germany	\$200	299.9	\$59,980.00
	Roller, Kelly	United States	\$230	146.0	\$33,580.00
	Sadaghiyani, Jamshid	United States	\$165	378.1	\$62,386.50
	Scalbert, Jean-max	France	\$200	69.0	\$13,800.00
	Smeyers, Rafael	United States	\$260	42.5	\$11,037.00
	Smith, Andrea	United States	\$360	251.3	\$90,468.00
	Sydon, Marcus	Germany	\$200	86.2	\$17,240.00
	Taylor, Todd	United States	\$165	391.3	\$64,564.50
	Tee, Alvin	China	\$175	116.0	\$20,300.00
	Urban, Piotr	Poland	\$175	113.8	\$19,915.00
	Van Hyfte, Shelly	United States	\$230	56.6	\$13,018.00

Position	Professional Name	Work Country	Rate	Hours	Fees
Manager ( <i>continued</i> )	VanGorder, Kimberly	United States	\$165	581.2	\$95,898.00
	Waclawek, Jan	Poland	\$230	9.1	\$2,093.00
	Weir, Diane	United States	\$165	369.9	\$61,025.25
<b>Manager Total</b>				<b>7,230.2</b>	<b>\$1,445,926.75</b>
Sr Associate	Abergel, Elise	France	\$160	1.0	\$160.00
	Anderson, Michael	United States	\$220	291.0	\$64,020.00
	Anderson, Molly	United States	\$155	68.5	\$10,617.50
	Arenas, Jesse	Mexico	\$95	84.0	\$7,975.25
	Arifi, Fetije	Germany	\$155	3.0	\$465.00
	Bailey, Jonafel	United States	\$130	505.7	\$65,734.50
	Barbos, Alexandru	Romania	\$90	293.9	\$28,921.00
	Beaver, William	United States	\$130	500.1	\$65,013.00
	Braman, Brandon	United States	\$130	345.5	\$44,908.50
	Caltagirone, Valeria	Italy	\$160	164.0	\$26,240.00
	Campos, Rocio	Mexico	\$95	107.2	\$10,179.25
	Chang, Douglas	China	\$160	382.0	\$61,120.00
	Chew, Chui Peng	Singapore	\$160	64.5	\$10,320.00
	Chigariro, Shungu	United States	\$215	567.8	\$122,066.25
	Choudhary, Puja	India	\$60	157.7	\$9,462.00
	Chua, Jim	Singapore	\$160	25.0	\$4,000.00
	Cid, Nallieli	Mexico	\$95	353.5	\$33,577.75
	Contreras, Jorge	Mexico	\$95	143.9	\$13,670.50
	Covello, Marcela	United States	\$120	489.0	\$58,680.00
	Dada, Kolade	United States	\$120	590.0	\$70,800.00
	Dauner, Andras	Hungary	\$135	19.0	\$2,565.00
	de la Lande, Sebastien	France	\$160	25.0	\$4,000.00
	Dell, Paul	United States	\$120	425.8	\$51,096.00
	Diplinger, Gerald	Austria	\$160	28.0	\$4,480.00
	Doherty, Lisa	United States	\$120	16.5	\$1,980.00
	Dryjski, Bartosz	Poland	\$155	18.0	\$2,790.00
	Fabre, Frederic	France	\$160	151.5	\$24,240.00
	Fetije, Arifi	Germany	\$155	21.7	\$3,363.50
	Fingerhut, Mathias	Germany	\$160	38.0	\$6,080.00
	Fleckenstein, Ralf	Germany	\$160	93.0	\$14,880.00



Position	Professional Name	Work Country	Rate	Hours	Fees
Sr Associate ( <i>continued</i> )	Franklin, Stephanie	United States	\$130	623.6	\$81,068.00
	Freimuth, Regine	Germany	\$155	82.9	\$12,849.50
	Godyn, Marcin	Poland	\$135	147.5	\$19,905.75
	Grimaldi, Anne Marie	United States	\$120	137.7	\$16,524.00
	Gupta, Deepti	India	\$60	127.6	\$7,656.00
	Gutierrez, Gildardo	Mexico	\$95	37.1	\$3,524.50
	Gutierrez, Jaime	United States	\$120	519.8	\$62,376.00
	Hamida, Kamel	France	\$160	68.0	\$10,880.00
	Hans, Sebastian	Germany	\$155	75.8	\$11,749.00
	Holm, Ilse	Mexico	\$95	24.6	\$2,337.00
	Jang, Pil-Seon	Korea	\$155	17.5	\$2,712.50
	Janjua, Imtiaz	United Kingdom	\$140	40.6	\$5,684.00
	Kim, You-Na	Korea	\$155	18.5	\$2,867.50
	King, Langdon	United States	\$200	508.4	\$101,680.00
	Knox, Christopher	United States	\$120	205.4	\$25,549.00
	Kochanek, Tomasz	Poland	\$135	45.1	\$6,081.75
	Kumar, Manoj	India	\$60	114.5	\$6,870.00
	Laforest, Randy	United States	\$120	586.0	\$70,320.00
	Lakrissa, Mehdi	Morocco	\$100	147.0	\$14,700.00
	Langone, Adriana	United Kingdom	\$140	10.8	\$1,674.00
	Lyson, Krzysztof	Poland	\$135	241.5	\$32,595.75
	MacKenzie, Nicole	United States	\$260	2.5	\$650.00
	Mok, Ching Lin	China	\$160	393.0	\$62,880.00
	Mondair, Rundeep	United Kingdom	\$140	4.5	\$630.00
	Moonasar, Satish	United States	\$120	40.0	\$4,800.00
	Navarro, Paola	United States	\$120	591.1	\$70,932.00
	Nazim, Magdalena	Poland	\$135	33.7	\$4,549.50
	Orf, Anne	United States	\$120	149.9	\$17,988.00
	Ostin, Elizabeth	United States	\$155	71.5	\$11,082.50
	Pacheco, Joana	Portugal	\$135	113.4	\$15,309.00
	Patel, Jasmina	United States	\$120	380.8	\$45,696.00
	Paxton, Bridy	United States	\$120	201.4	\$24,168.00
	Pillay, Deshen	United States	\$120	481.3	\$57,756.00
	Pillay, Kumarie	United States	\$120	151.8	\$18,216.00

Position	Professional Name	Work Country	Rate	Hours	Fees
Sr Associate <i>(continued)</i>	Potter, William	United States	\$120	24.5	\$2,940.00
	Pretorius, Martin	United States	\$120	487.0	\$58,440.00
	Radwanska, Monika	Poland	\$135	91.6	\$12,359.25
	Rao, Vaishali	United States	\$130	626.6	\$81,451.50
	Reed, Brian	United States	\$165	124.5	\$20,542.50
	Rivera, Jose	Mexico	\$95	32.0	\$3,040.00
	Rostek, Konrad	Poland	\$135	138.3	\$18,670.50
	Roy Choudhury, Adity	United Kingdom	\$140	212.8	\$29,785.00
	Sadaghiyani, Jamshid	United States	\$165	164.3	\$27,109.50
	Sene-Daieff, M'Basse	France	\$160	76.0	\$12,160.00
	Severin, Jessica	Germany	\$160	118.7	\$18,992.00
	Siansi, Cleberson	United States	\$130	508.3	\$66,079.00
	Skarpa, Radim	Czech Republic	\$135	204.9	\$27,661.50
	Stefanik, Peter	Czech Republic	\$135	44.4	\$5,987.25
	Szollosi, Zoltan	Hungary	\$135	19.5	\$2,632.50
	Thiel, Nicole	United States	\$155	160.0	\$24,800.00
	Velazquez, Jorge	Mexico	\$95	14.0	\$1,330.00
	Williams, Earle	United States	\$120	396.1	\$47,526.00
	Willis, Chris	Australia	\$155	47.0	\$7,345.50
	Woo, Melissa	Singapore	\$160	64.0	\$10,240.00
	Woods, Kristy	United States	\$260	447.0	\$116,220.00
	Yang, Adeline	Singapore	\$160	34.0	\$5,440.00
	Yuan, Nora	China	\$160	274.0	\$43,840.00
	Zuccaro, Serafina	Italy	\$160	8.0	\$1,280.00
<b>Sr Associate Total</b>				<b>16,685.4</b>	<b>\$2,303,538.25</b>
Associate	Agarwal, Manish	United Kingdom	\$95	168.2	\$15,979.00
	Ahmad, Omar	United Kingdom	\$95	55.5	\$5,272.50
	Ahmad, Sahir	United Kingdom	\$95	33.6	\$3,187.25
	Bains, Sandi	United Kingdom	\$95	35.8	\$3,396.25
	Bann, Courtney	United States	\$110	120.0	\$13,200.00
	Beasley, Rashida	United States	\$110	280.6	\$30,866.00
	Bebar, Ivo	Germany	\$130	79.6	\$10,341.50
	Beer, Alexander	Germany	\$130	97.2	\$12,636.00
	Bieber, Chad	United States	\$120	26.6	\$3,192.00

Position	Professional Name	Work Country	Rate	Hours	Fees
Associate ( <i>continued</i> )	Bieterman, Caren	United States	\$95	508.6	\$48,312.25
	Blaha, Martin	Czech Republic	\$105	228.5	\$23,992.50
	Blischke, Bjorn	Germany	\$130	1.0	\$130.00
	Boudiaf, Aouatif	Morocco	\$75	147.0	\$11,025.00
	Broomfield, Jessica	United States	\$95	152.0	\$14,440.00
	Budzinski, Jesse	United States	\$120	20.5	\$2,460.00
	Chen, Ling	Germany	\$130	171.7	\$22,321.00
	Cieciel, Dominika	Poland	\$105	115.0	\$12,075.00
	Cummins, Nathan	United States	\$165	528.1	\$87,128.25
	Cuvillier, Stanislas	France	\$130	44.0	\$5,720.00
	Diez, Alexander	Germany	\$130	236.7	\$30,764.50
	Diolot, Caroline	France	\$130	0.5	\$65.00
	Doherty, Lisa	United States	\$95	14.5	\$1,377.50
	Draganescu, Teodora	Romania	\$60	140.1	\$8,406.00
	Dunner, Kristin	United States	\$95	55.0	\$5,225.00
	Ebenhoeh, Bradley	United States	\$95	124.3	\$11,808.50
	Eide, Elizabeth	United States	\$95	9.0	\$855.00
	Erbay, Abdullah	Austria	\$130	109.0	\$14,170.00
	Escandon, Leopoldo	Mexico	\$75	188.6	\$14,141.25
	Eyman, Genevieve	United States	\$95	394.2	\$37,449.00
	Fairless, Mark	United Kingdom	\$95	40.8	\$3,871.25
	Familiari, Francesca	Italy	\$130	246.0	\$31,980.00
	Farkas, Szabolcs	United States	\$95	91.7	\$8,711.50
	Fitoussi, Emmanuel	France	\$130	111.0	\$14,430.00
	Garcia Vega, Guadalupe	United States	\$110	82.4	\$9,064.00
	Gavric, Marko	Italy	\$130	218.0	\$28,340.00
	Geraldes, Flavio	Portugal	\$105	80.0	\$8,400.00
	Goerl, Sophie	Germany	\$130	78.8	\$10,244.00
	Gonzalez, Ismael	Mexico	\$75	359.5	\$26,958.75
	Gonzalez, Patricio	United States	\$110	189.7	\$20,867.00
	Gore, Robert	United States	\$175	25.0	\$4,375.00
	Higgins, Simon	United Kingdom	\$95	8.5	\$807.50
	Hil, Maciej	Poland	\$105	40.0	\$4,200.00
	Holtsclaw, Dustin	United States	\$95	27.5	\$2,612.50

Position	Professional Name	Work Country	Rate	Hours	Fees
Associate ( <i>continued</i> )	Hosnofsky, Christian	Germany	\$130	108.1	\$14,046.50
	Hrincescu, Radu	Romania	\$60	181.3	\$10,878.00
	Huang, Wei	United Kingdom	\$95	36.8	\$3,496.00
	Jelinkova, Hana	Czech Republic	\$105	140.3	\$14,731.50
	Jones, Mike	United Kingdom	\$95	73.5	\$6,982.50
	Kallas, Stefanie	United States	\$95	596.4	\$56,653.25
	Kedzierska, Danuta	Poland	\$105	96.6	\$10,137.75
	Keener, Stuart	United States	\$95	48.1	\$4,569.50
	Kottelwesch, Eva	Germany	\$120	108.4	\$13,008.00
	Kroll, Andrew	United States	\$120	21.0	\$2,520.00
	Kumar, Manoj	India	\$60	50.7	\$3,042.00
	Laurent, Mathilde	France	\$130	91.0	\$11,830.00
	Levit, Igor	Germany	\$130	243.1	\$31,603.00
	Lewindon, Chris	United Kingdom	\$95	70.7	\$6,716.50
	Lim, Jay	United States	\$95	517.8	\$49,191.00
	Maduraiveeran, Dhinesh	United Kingdom	\$95	118.9	\$11,295.50
	Malecki, Filip	Poland	\$105	13.0	\$1,365.00
	Mougeot, Claire	France	\$130	169.0	\$21,970.00
	Multani, Amardeep Singh	United Kingdom	\$95	31.8	\$3,021.00
	Natorski, Nicole	United States	\$95	348.2	\$38,215.50
	Nicolosi, Manuela	France	\$130	3.0	\$390.00
	Oprea, Genonia	Romania	\$60	91.7	\$5,502.00
	Pacala, Liviu	Romania	\$60	113.3	\$6,798.00
	Paschek, Andrzej	Poland	\$105	2.0	\$210.00
	Pickwick, Nathan	United States	\$95	32.0	\$3,040.00
	Piquet, Isabelle	France	\$130	92.0	\$11,960.00
	Pistillo, Elena	Italy	\$130	282.0	\$36,660.00
	Piwkowska, Dorota	Poland	\$105	28.0	\$2,934.75
	Razo, Sergio	Czech Republic	\$105	246.3	\$25,861.50
	Rininger, Luke	United States	\$95	313.7	\$29,796.75
	Saenz, Patricio	United States	\$95	229.4	\$21,793.00
	Salato, Nicolas	France	\$130	81.0	\$10,530.00
	Sandoval, David	United States	\$95	385.6	\$36,632.00
	Santos, Sofia	Portugal	\$105	37.8	\$3,969.00

Position	Professional Name	Work Country	Rate	Hours	Fees
Associate ( <i>continued</i> )	Schietinger, Timo	Germany	\$130	297.2	\$38,636.00
	Scot-Hoad, Oliver	United Kingdom	\$95	59.9	\$5,690.50
	Shaham, Ran	United States	\$95	81.0	\$7,695.00
	Shaw, Helen	United Kingdom	\$95	16.5	\$1,567.50
	Shehi, Renis	United States	\$110	624.3	\$68,667.50
	Shuleva, Christopher	United States	\$95	38.6	\$3,662.25
	Smail, James	United Kingdom	\$95	49.7	\$4,721.50
	Smith, Sharma	United States	\$120	64.3	\$7,716.00
	Smolka, Michal	Poland	\$105	42.1	\$4,415.25
	Spiers, Mark	United Kingdom	\$95	59.7	\$5,671.50
	Stendahl, Subashi	United States	\$95	39.0	\$3,705.00
	Szot, Maciej	Poland	\$105	16.0	\$1,680.00
	Tarasiewicz, Aleksandra	Poland	\$105	41.8	\$4,389.00
	Taylor, Drew	United States	\$120	14.5	\$1,740.00
	Thomas, Rance	United States	\$95	571.0	\$54,240.25
	Tsai, Debby	United States	\$95	19.5	\$1,852.50
	Verma, Siddhant	United States	\$95	24.0	\$2,280.00
	Vidal, Amandine	France	\$130	178.0	\$23,140.00
	Voytsekhivskyy, Igor	United States	\$95	240.8	\$22,876.00
	Ward, Richard	United Kingdom	\$95	14.8	\$1,406.00
	Wendeln, David	United States	\$95	11.7	\$1,111.50
	Williams, Jim	United States	\$95	115.3	\$10,953.50
	Wilmot, Mark	United States	\$120	137.3	\$16,476.00
	Wootton, Simon	United Kingdom	\$95	50.8	\$4,826.00
	Wu, Benny	China	\$130	40.0	\$5,200.00
	Xiu, Sophia	China	\$130	16.0	\$2,080.00
	Zhu, Angeline	China	\$130	168.0	\$21,840.00
<b>Associate Total</b>				<b>13,717.7</b>	<b>\$1,464,386.00</b>
Paraprofessional	Stendahl, Subashi	United States	\$135	20.1	\$2,713.50
<b>Paraprofessional Total</b>				<b>20.1</b>	<b>\$2,713.50</b>
Administrative	Koenen, Theresa	United States	\$80	17.5	\$1,400.00
	Robertson, Amy	United States	\$80	4.0	\$320.00
	Stendahl, Subashi	United States	\$80	15.0	\$1,200.00
<b>Administrative Total</b>				<b>36.5</b>	<b>\$2,920.00</b>

Position	Professional Name	Work Country	Rate	Hours	Fees
<b>Grand Total</b>				<b>42,333.0</b>	<b>\$6,587,234.25</b>

**FRESH START ACCOUNTING SERVICES - HOURS AND COMPENSATION**

Position	Professional Name	Work Country	Rate	Hours	Fees
Partner	Banerjee, Srijit	United States	\$700	71.7	\$50,190.00
	Coallier, Donna	United States	\$750	55.3	\$41,475.00
	Cutrone, Denise	United States	\$700	32.2	\$22,540.00
	Knibutat, Kristian	United States	\$750	32.8	\$24,600.00
	Lee, Jin	United States	\$650	63.5	\$41,275.00
	Ryan, Tom	United States	\$750	29.0	\$21,750.00
	Tanner, Doug	United States	\$775	5.0	\$3,875.00
<b>Partner Total</b>				<b>289.5</b>	<b>\$205,705.00</b>
Director	Bichut, Dominique	United States	\$500	35.5	\$17,750.00
	Micheluzzi, Reto	United States	\$505	89.8	\$45,349.00
	Morris, Brian	United States	\$500	8.0	\$4,000.00
	Peterson, Michael	United States	\$290	55.9	\$16,211.00
	Rowe, Sean	United States	\$235	36.5	\$8,577.50
<b>Director Total</b>				<b>225.7</b>	<b>\$91,887.50</b>
Manager	Fisher, Tamara	United States	\$270	10.8	\$2,916.00
	Mayer, Rudolph	United States	\$260	15.1	\$3,926.00
	Somani, Imtiaz	United States	\$235	10.9	\$2,561.50
<b>Manager Total</b>				<b>36.8</b>	<b>\$9,403.50</b>
Sr Associate	Chigariro, Shungu	United States	\$225	9.1	\$2,047.50
<b>Sr Associate Total</b>				<b>9.1</b>	<b>\$2,047.50</b>
Associate	Cornett, Christopher	United States	\$280	2.0	\$560.00
	Dutt, Amal	United States	\$280	1.5	\$420.00
	Hancey, John Stratton	United States	\$280	2.5	\$700.00
	Vanderpool, Lee	United States	\$280	2.0	\$560.00
	Villamena, Vincenzo	United States	\$280	3.0	\$840.00
	Whitaker, Patrick	United States	\$280	4.5	\$1,260.00
	Woloszyn, Mark	United States	\$280	2.5	\$700.00
<b>Associate Total</b>				<b>18.0</b>	<b>\$5,040.00</b>
Administrative	Berlant, Alison	United States	\$95	1.0	\$95.00

Position	Professional Name	Work Country	Rate	Hours	Fees
Administrative	Black, Stephanie	United States	\$95	7.6	\$722.00
(continued)	Eyman, Genevieve	United States	\$95	34.5	\$3,277.50
	Nelson, Patricia	United States	\$95	0.3	\$28.50
<b>Administrative Total</b>				<b>43.4</b>	<b>\$4,123.00</b>
Voluntary Reduction	Voluntary Reduction	United States			-\$68,206.50
<b>Voluntary Reduction Total</b>					<b>-\$68,206.50</b>
<b>Grand Total</b>				<b>622.5</b>	<b>\$250,000.00</b>

#### PROJECT GIANT - HOURS AND COMPENSATION

Position	Professional Name	Work Country	Rate	Hours	Fees
Partner	Bissoondial, Hardeo	United States	\$775	1.0	\$775.00
	Burwell, Michael	United States	\$775	14.7	\$11,392.50
	Cornell, Ralph	United States	\$775	2.0	\$1,550.00
	Dilcher, David	United States	\$775	64.7	\$50,142.50
	Elie, Paul	United States	\$775	15.7	\$12,167.50
	Hesse, Scott	United States	\$775	12.1	\$9,377.50
	Kelly, Brian	United States	\$775	52.5	\$40,687.50
	Malley, Kevin	United States	\$775	22.8	\$17,670.00
	Medeiros, Gordon	United States	\$775	30.3	\$23,443.75
	Miller, Eric	United States	\$775	39.6	\$30,690.00
	Tuohy, Michael	United States	\$775	2.0	\$1,550.00
	Wittmer, Colin	United States	\$775	144.0	\$111,600.00
	Zaleski, Jeffrey	United States	\$775	37.2	\$28,830.00
<b>Partner Total</b>				<b>438.6</b>	<b>\$339,876.25</b>
Managing Director	Sculnick, Michael	United States	\$775	39.8	\$30,845.00
	Wiles, Dan	United States	\$775	1.5	\$1,162.50
<b>Managing Director Total</b>				<b>41.3</b>	<b>\$32,007.50</b>
Director	Burkheiser, Eric	United States	\$515	17.3	\$8,909.50
	Chamberland, Charles	United States	\$515	100.1	\$51,551.50
	Chen, David	United States	\$515	29.1	\$14,986.50
	Danton, Stephen	United States	\$515	19.9	\$10,248.50
	Durocher, Philippe	United States	\$515	64.0	\$32,960.00
	Eastman, Nathan	United States	\$515	46.3	\$23,844.50

Position	Professional Name	Work Country	Rate	Hours	Fees
Director <i>(continued)</i>	Frost, Darren	United States	\$515	55.4	\$28,531.00
	Gulbin, Paul	United States	\$515	81.0	\$41,715.00
	Martin, Alexander	United States	\$515	21.7	\$11,175.50
	McCarthy, Paul	United States	\$515	52.7	\$27,140.50
	Nguyen-Dai, Jean-Marie	United States	\$515	83.7	\$43,105.50
	Smidt, Peter	United States	\$515	188.0	\$96,820.00
	Thomas, Dingdi	United States	\$515	14.9	\$7,673.50
	Verma, Pawan	United States	\$515	31.9	\$16,428.50
<b>Director Total</b>				<b>806.0</b>	<b>\$415,090.00</b>
Manager	Bao, Haifeng	United States	\$390	88.8	\$34,632.00
	Bharkhda, Jeff	United States	\$390	32.9	\$12,831.00
	Campbell, Albert	United States	\$390	95.0	\$37,050.00
	Deramaux, Emeric	United States	\$390	36.9	\$14,391.00
	Dietz, Richard	United States	\$390	84.3	\$32,877.00
	Flakne, Mark	United States	\$390	92.5	\$36,075.00
	Johnson, Chris	United States	\$390	15.6	\$6,084.00
	Lloyd, Nicholas	United States	\$390	56.0	\$21,840.00
	McClellan, John	United States	\$390	9.0	\$3,510.00
	Moylan, John	United States	\$390	54.7	\$21,333.00
	Roy, Denis	United States	\$390	8.5	\$3,315.00
	Samohin, Demetrios	United States	\$390	74.3	\$28,977.00
	Sexton, Steven	United States	\$390	148.5	\$57,895.50
	Vasquez, Carlos	United States	\$390	26.1	\$10,179.00
	Wheeler, Eric	United States	\$390	42.3	\$16,497.00
<b>Manager Total</b>				<b>865.4</b>	<b>\$337,486.50</b>
Sr Associate	Alberti, Joseph	United States	\$325	16.5	\$5,362.50
	Andersen, Blaine	United States	\$325	45.0	\$14,625.00
	Clouser, Andrew	United States	\$325	15.2	\$4,940.00
	Fliegel, Charlie	United States	\$325	19.0	\$6,175.00
	Grundman, Jeffrey	United States	\$325	76.1	\$24,732.50
	Han, Joseph	United States	\$325	78.4	\$25,480.00
	Kaplan, Adam	United States	\$325	87.4	\$28,405.00
	Kimball, Jake	United States	\$325	22.9	\$7,442.50
	Krawczyk, Rafal	United States	\$325	78.4	\$25,480.00



Position	Professional Name	Work Country	Rate	Hours	Fees
Sr Associate <i>(continued)</i>	Loose, Russell	United States	\$325	21.7	\$7,052.50
	Loring, Justin	United States	\$325	13.2	\$4,290.00
	Ly, Le	United States	\$325	77.8	\$25,285.00
	McCarty, Justin	United States	\$325	52.0	\$16,900.00
	Monette, Benoit	United States	\$325	11.2	\$3,640.00
	Nandwana, Jay	United States	\$325	101.1	\$32,857.50
	Nguyen, Anh	United States	\$325	68.5	\$22,262.50
	Purdy, Scott	United States	\$325	20.0	\$6,500.00
	Roling, Matthew	United States	\$325	136.7	\$44,427.50
	Sharma, Chetan	United States	\$325	62.4	\$20,280.00
	Slater, Samuel	United States	\$325	103.5	\$33,637.50
	Sullivan, Lyndsay	United States	\$325	118.4	\$38,480.00
	Thiel, Nicole	United States	\$325	67.2	\$21,840.00
	Whalen, Gretchen	United States	\$325	1.0	\$325.00
	Wilkinson, Kevin	United States	\$325	108.5	\$35,262.50
	Winsett, Jake	United States	\$325	59.9	\$19,467.50
	Yang, Yan	United States	\$325	25.7	\$8,352.50
	You, Yang	United States	\$325	33.8	\$10,985.00
<b>Sr Associate Total</b>				<b>1,521.5</b>	<b>\$494,487.50</b>
Associate	Bieber, Chad	United States	\$290	0.4	\$116.00
	Chapman, Justin	United States	\$290	97.4	\$28,246.00
	Doherty, Lisa	United States	\$290	4.3	\$1,247.00
	Eyman, Genevieve	United States	\$290	4.4	\$1,276.00
	Harbert, Raymond	United States	\$290	23.0	\$6,670.00
	O'Hara, Chris	United States	\$290	15.5	\$4,495.00
	Sor, Sodany	United States	\$290	27.8	\$8,062.00
<b>Associate Total</b>				<b>172.8</b>	<b>\$50,112.00</b>
Administrative	Armes, Donna	United States	\$100	11.3	\$1,130.00
	Hernandez, Lizette	United States	\$100	3.0	\$300.00
	Miller, Roberta	United States	\$100	7.3	\$730.00
<b>Administrative Total</b>				<b>21.6</b>	<b>\$2,160.00</b>
<b>Grand Total</b>				<b>3,867.1</b>	<b>\$1,671,219.75</b>

**SUMMARY OF EXPENDITURES**

The disbursements of PricewaterhouseCoopers for the Compensation Period are as follows:

**SARBANES-OXLEY 404 SERVICES - EXPENDITURES**

<b>Disbursement</b>	<b>Amount</b>
Airfare	\$116,899.23
Lodging	\$170,670.45
Meals while Traveling	\$41,644.74
Parking	\$5,061.30
Personal Car Mileage	\$41,354.49
Public Transportation	\$26,601.20
Rental Car	\$40,418.25
Sundry - Other ( <i>e.g. computer equipment while at client location, telecommunications, copies</i> )	\$69,002.02
<b>TOTAL</b>	<b>\$511,651.68</b>

**PROJECT GIANT - EXPENDITURES**

<b>Disbursement</b>	<b>Amount</b>
Airfare	\$13,114.85
Lodging	\$7,093.30
Meals while Traveling	\$5,020.97
Parking	\$264.00
Personal Car Mileage	\$1,429.92
Public Transportation	\$1,686.66
Rental Car	\$2,526.76
Sundry - Other ( <i>e.g. computer equipment while at client location, telecommunications, copies</i> )	\$12.95
<b>TOTAL</b>	<b>\$31,149.41</b>

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

)  
) Chapter 11

DELPHI CORPORATION, et al

)  
) Case No. 05-44481 (RDD)

Debtors.

)  
) Jointly Administered

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**THIRD INTERIM FEE APPLICATION FOR COMPENSATION OF SERVICES RENDERED  
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED BY  
PRICEWATERHOUSECOOPERS LLP TO PROVIDE CERTAIN SARBANES-OXLEY  
COMPLIANCE, TAX AND FINANCIAL PLANNING, AND OTHER GENERAL TAX  
CONSULTING SERVICES TO DELPHI CORPORATION, et al.,  
FOR THE PERIOD OCTOBER 1, 2006 THROUGH JANUARY 31, 2007**  
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TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

PricewaterhouseCoopers LLP ("PricewaterhouseCoopers"), certain Sarbanes-Oxley compliance, tax and financial planning, and other general tax consulting services for the above-captioned debtors and debtors in possession (the "Debtors"), submit this Third interim fee application (the "Third Interim Fee Application") pursuant to sections 330 and 331 of Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules"), General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Interim Fee Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 (the "UST Guidelines", collectively with the Local Guidelines, the "Guidelines"), for allowance and approval of interim compensation for professional services rendered by PricewaterhouseCoopers to provide certain Sarbanes-Oxley compliance, tax and

financial planning, and other general tax consulting services to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services from October 1, 2006 through and including January 31, 2007 (the "Compensation Period").

In support of this Third Interim Fee Application, PricewaterhouseCoopers respectfully represents as follows:

### **JURISDICTION**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157 (b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Local Guidelines. Pursuant to the Local Guidelines, a certification of compliance is attached hereto as **Exhibit A**.

### **BACKGROUND**

4. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005 (the "Secondary Filing Date" and, together with the Initial Filing Date, the "Petition Dates"), three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

5. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

6. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

7. The statutory predicates for the relief requested herein are sections 327(a) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules")

*PricewaterhouseCoopers' Retention*

8. By this Court's order dated June 21, 2006, the Debtors were authorized to retain PricewaterhouseCoopers to provide certain Sarbanes-Oxley Compliance, Tax and Financial Planning and Other General Tax Consulting Services to the Debtors with regard to the filing and prosecution of the Chapter 11 Cases and all related matters (the "Retention Order"). By this Court's order January 17, 2007, the Debtors expanded PricewaterhouseCoopers' services to include due diligence services by filing a supplemental application nunc pro tunc to December 15, 2006 (the "Supplemental Retention Order"). A copy of the Retention Order and the Supplemental Retention Order are attached hereto as **Exhibit B**.

**COMPENSATION REQUESTED**

9. This Third Interim Fee Application is the Third Interim Application for approval and allowance of compensation for PricewaterhouseCoopers' services and reimbursement of PricewaterhouseCoopers' expenses. PricewaterhouseCoopers submits this Third Interim Fee Application for approval and allowance of interim compensation of \$8,557,454.00 for actual,

reasonable and necessary professional services rendered, and reimbursement of \$542,801.10 for actual, reasonable and necessary expenses incurred during the Fourth Interim Compensation Period<sup>2</sup> pursuant to Sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy (the "Bankruptcy Rules"), in accordance with all applicable orders of this Court, for a total request of \$9,100,255.10 (the "Total Compensation Amount"):

	FEES	EXPENSES	TOTAL
FEES AND EXPENSES REQUESTED IN INTERIM PERIOD'S MONTHLY APPLICATIONS:	\$8,788,296.25	\$654,722.33	\$9,443,018.58
FEES AND EXPENSES ADJUSTMENTS REQUESTED IN PRIOR INTERIM FEE APPLICATIONS (NO ADDITIONAL ADJUSTMENT NEEDED):	(\$230,842.75)	(\$111,921.23)	(\$342,763.98)
FEES AND EXPENSES ADJUSTMENTS REQUESTED IN SUBSEQUENT MONTHLY APPLICATIONS (NO ADDITIONAL ADJUSTMENT NEEDED):	\$0.00	\$0.00	\$ 0.00
RECONCILED FEES AND EXPENSE REQUEST FOURTH INTERIM PERIOD (10/01/06-01/31/07):	\$8,557,454.00	\$542,801.10	\$9,100,255.10

10. For the Compensation Period, PricewaterhouseCoopers voluntarily wrote off a total of \$332,264.62 in fees and expenses.<sup>3</sup> In addition, PricewaterhouseCoopers reduced its travel time by fifty (50) percent.

*Fees And Expenses Requested In Prior Interim Fee Applications*

11. On or about March 15, 2007, PricewaterhouseCoopers submitted its First Interim Fee Application for Compensation of Services Rendered, totalling \$2,344,167.75, and Reimbursement of Actual and Necessary Expenses Incurred, totalling \$298,544.27, for the Period February 1, 2006 through May 31, 2006 (the "First Interim Fee Application"), *Docket No.*

<sup>2</sup> PricewaterhouseCoopers reserves its right to seek at a later date compensation for services rendered and expenses incurred during the Compensation Period that are not otherwise included in this Third Interim Fee Application, due to internal billing delays.

<sup>3</sup> These adjustments are fees and expenses not billed by PricewaterhouseCoopers' in their monthly fee applications. The amounts are provided for informational purposes only, indicating additional fees and expenses not billed to the Debtors.

7351), representing the cumulative fees and expenses for the previously filed interim fee requests less agreed concessions discussed with the Debtors. PricewaterhouseCoopers is pending communications with the Fee Committee as of the date of this filing and the proposed hearing date is scheduled for June 26, 2007.

12. On or about March 21, 2007, PricewaterhouseCoopers submitted its Second Interim Fee Application for Compensation of Services Rendered, totalling \$7,929,282.75, and Reimbursement of Actual and Necessary Expenses Incurred, totalling \$906,500.55, for the Period June 1, 2006 through September 30, 2006 (the "Second Interim Fee Application"), *Docket No. 7402*, representing the cumulative fees and expenses for the previously filed interim fee requests less agreed concessions discussed with the Debtors. PricewaterhouseCoopers is pending communications with the Fee Committee as of the date of this filing and the proposed hearing date is scheduled for June 26, 2007.

*Fees And Expenses Requested In Prior Monthly Fee Statements*

13. Prior to the filing of this Third Interim Fee Application, PricewaterhouseCoopers has filed four monthly fee invoices (cumulatively, the "3IFA Fee Statements") with the Debtors and notice parties pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Fee Order"). These 3IFA Fee Statements, as set forth below, as well as any adjustments deemed necessary upon completion of this Third Interim Fee Application, represent the Total Compensation Amount requested in this Third Interim Fee Application:

13.1. On December 29, 2006, PricewaterhouseCoopers distributed its monthly fee statement for PricewaterhouseCoopers' fees for the period of October 1, 2006 through October 31, 2006 (the "October Fee Statement"). The October Fee Statement sought an

allowance of \$1,184,984.75 as compensation for services rendered and \$99,479.05 for expenditures incurred. The time for submitting objections to the October Fee Statement expired on January 16, 2007. As of the date hereof, no objections have been received by PricewaterhouseCoopers. PricewaterhouseCoopers is pending receipt of the interim payment associated with the October Fee Statement of \$1,047,466.85 (80% of fees and 100% of expenses).

13.2. On January 19, 2007, PricewaterhouseCoopers distributed its monthly fee statement for PricewaterhouseCoopers' audit fees for the period of November 1, 2006 through November 30, 2006 (the "November Fee Statement"). The November Fee Statement sought an allowance of \$1,920,712.25 as compensation for services rendered and \$223,171.08 for expenditures incurred. The time for submitting objections to the November Fee Statement expired on February 3, 2007. As of the date hereof, no objections have been received by PricewaterhouseCoopers. PricewaterhouseCoopers is pending receipt of the interim payment associated with the November Fee Statement of \$1,759,740.88 (80% of fees and 100% of expenses).

13.3. On March 9, 2007, PricewaterhouseCoopers distributed its monthly fee statement for PricewaterhouseCoopers' audit fees for the period of December 1, 2006 through December 31, 2006 (the "December Fee Statement"). The December Fee Statement sought an allowance of \$2,195,095.50 as compensation for services rendered and \$152,532.46 for expenditures incurred. The time for submitting objections to the December Fee Statement expired on March 24, 2007. As of the date hereof, no objections have been received by PricewaterhouseCoopers. PricewaterhouseCoopers is pending



receipt of the interim payment associated with the December Fee Statement of \$1,908,608.86 (80% of fees and 100% of expenses).

13.4. On April 13, 2007, PricewaterhouseCoopers distributed its monthly fee statement for PricewaterhouseCoopers' audit fees for the period of January 1, 2007 through January 31, 2007 (the "January Fee Statement"). The January Fee Statement sought an allowance of \$3,487,504.25 as compensation for services rendered and \$179,539.74 for expenditures incurred. The time for submitting objections to the January Fee Statement expires on April 29, 2007.

*Fees And Expenses Adjustments In Prior Interim Applications*

14. Prior to the filing of this Third Interim Fee Application during the Fourth Interim Fee Period, PricewaterhouseCoopers has filed four monthly fee invoices (October 2006, November 2006, December 2006 and January 2007) cumulatively, the "3IFA Fee Statements". These 3IFA Fee Statements included fee and expense adjustments associated with the Third Interim Compensation Period requested by the Debtors and processed in the 3IFA Fee Statements, totalling \$342,763.98<sup>4</sup>. These adjustments have already been adjusted within the 2IFA Fee Statements and do not need additional adjustments in this Third Interim Fee Application; included for reconciliation of the Total Compensation Amount.

15. The fees sought by this Third Interim Fee Application reflect an aggregate of 46,822.6 hours of hourly professional time spent and recorded in performing services for the Debtors and their estates during the Fourth Interim Fee Period at a blended average hourly rate of \$181.72. PricewaterhouseCoopers is only seeking compensation for services rendered to the Debtors and their estates in connection with these Reorganization Cases.

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<sup>4</sup> These adjustments also include a billing rate adjustment of \$13.00 associated with the First Interim Fee Application Period.

16. There is no agreement or understanding between PricewaterhouseCoopers and any other person, other than members of the firm, for sharing of compensation to be received for services rendered in these cases.

### **TIME AND EXPENSE RECORDS**

17. This Third Interim Fee Application is made by PricewaterhouseCoopers in accordance with the United States Trustee's Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under U.S.C. §330 ("UST Guidelines") and with the amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated April 19, 1995 ("SDNY Guidelines"). Pursuant to the UST Guidelines and SDNY Guidelines, PricewaterhouseCoopers has attached the following exhibits:

17.1. Exhibit A - Affidavit of Brian D. Decker in accordance with the Bankruptcy Rule 2016.

17.2. Exhibit B - Retention Order dated June 21, 2006 authorizing the employment and retention of PricewaterhouseCoopers LLP to provide certain Sarbanes-Oxley Compliance, Tax and Financial Planning and Other General Tax Consulting Services to the Debtors; Supplemental Retention Order dated January 17, 2007 expanding the scope of retention for the due diligence project.

### **Fixed Fee Services**

17.3. Exhibit C - Invoices for the Executive Personal Financial Planning Services.

17.4. Exhibit D - Invoices for the WNTS Advisory Services.

### **Hourly Fee Services**

17.5. Exhibit E - A summary schedule showing the professionals who performed the

services, the number of hours spent, each professional's billing rate, and the total fees for such services.

17.6. Exhibit F - A summary schedule depicting the total hours and fees for each Project Category detailing the various subcategories and task codes.

17.7. Exhibit G - Itemized time records, in chronological order, of each specific service for which an award of compensation is sought. The itemized record includes: (1) the date each service was rendered, (2) the professional(s) who performed the service, (3) a description of the services rendered, and (4) the time spent performing the service in increments of one-quarter of an hour.

17.8. Exhibit H - Summary and Expense Detail reports by individual and itemized total expenses for which reimbursement is sought. All expenses for which reimbursements are sought are disclosed in detail by individual. PricewaterhouseCoopers has not requested reimbursement for certain out-of-pocket expenses when it would not be possible to assemble the billing details for reimbursement under the Guidelines. These unbilled out-of-pocket expenses typically include telephone charges for calls placed in its offices, postage costs including Federal Express charges and copying and facsimile charges incurred at the Applicant's offices in connection with these cases.

17.9. Exhibit I - Rate schedule for hourly services.

#### **SERVICES RENDERED BY PRICEWATERHOUSECOOPERS**

18. PricewaterhouseCoopers professionals categorized their time devoted to this matter on behalf of the Debtors' estates to various project categories (the "Project Categories").

Project	US/Intl	Hours	Fees
Sarbanes-Oxley 404 Services	Intl	14,776.9	\$2,053,064.75
	US	27,556.0	\$4,534,169.50
<b>Sarbanes-Oxley 404 Services Total</b>		<b>42,333.0</b>	<b>\$6,587,234.25</b>
Fresh Start Accounting Services	US	622.5	\$250,000.00
<b>Fresh Start Accounting Services Total</b>		<b>622.5</b>	<b>\$250,000.00</b>
Project Giant	US	3,867.1	\$1,671,219.75
<b>Project Giant Total</b>		<b>3,867.1</b>	<b>\$1,671,219.75</b>
Executive Financial Planning Services	US		\$29,000.00
<b>Executive Financial Planning Services Total</b>			<b>\$29,000.00</b>
WNTS Advisory Services	US		\$20,000.00
<b>WNTS Advisory Services Total</b>			<b>\$20,000.00</b>
<b>Grand Total</b>		<b>46,822.6</b>	<b>\$8,557,454.00</b>

**FIXED FEE SERVICES - \$49,000.00**

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**EXECUTIVE FINANCIAL PLANNING STATEMENT OF WORK**

19. PricewaterhouseCoopers provides (i) tax planning services to Debtors' senior executives, such as assistance with income tax projections, modelling tax impact of provided benefits, modelling tax impact of life events, withholding tax analysis, and estimated tax payment sufficiency analysis and (ii) personal financial planning services to Debtors' senior executives, such as cash flow and debt management, stock option analysis, education funding planning, retirement funding planning, retirement distributions, investment strategies, estate tax minimization, and wealth distribution. As stated in PricewaterhouseCoopers retention application, these services are Fixed Fee by Delphi Executive. Listed below are the total fees for the Fourth Quarter of 2006 and the First Quarter of 2007, the quarterly invoices are annexed hereto as **Exhibit C**.

<u>Participant</u>	<u>Total Fees</u>
<b>2006 4th Quarter Fees</b>	
Mark Weber	\$ 2,000
Karen Healy	\$ 2,000
Atul Pasricha	\$ 1,500
David Knill	\$ 1,500
William Lloyd	\$ 1,500
Mark Hester	\$ 2,750
John Sheehan	\$ 3,250
<b>Current Fees</b>	<b>\$ 14,500</b>
<b>2007 1st Quarter Fees</b>	
Mark Weber	\$ 2,000
Karen Healy	\$ 2,000
Atul Pasricha	\$ 1,500
David Knill	\$ 1,500
William Lloyd	\$ 1,500
Mark Hester	\$ 2,750
John Sheehan	\$ 3,250
<b>Current Fees</b>	<b>\$ 14,500</b>

#### **WNTS (WASHINGTON NATIONAL TAX SERVICES) ADVISORY SERVICES STATEMENT OF WORK**

20. As stated in PricewaterhouseCoopers retention application, these services are Fixed Fee advisory services billed to the Debtors through a monthly fixed fee, \$5,000 per month, the monthly invoices are annexed hereto as **Exhibit D**. PricewaterhouseCoopers services included: Membership, activities or materials with respect to the Tax Study Group (TSG), the Coalition for Analysis and Study of Territorial Taxation (CASTT), the Washington Tax Service (WTS), and the International Tax Policy Forum (ITPF).

<b>Project Category</b>	<b>Fees</b>
WNTS Advisory Services	\$20,000.00
<b>Grand Total</b>	<b>\$20,000.00</b>

**HOURLY FEE SERVICES - 46,822.6 HOURS - \$8,508,454.00**

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21. During the Compensation Period, PricewaterhouseCoopers performed a wide variety of services for the Debtors which are set forth in the detailed time records, as attached within **Exhibit G**. Below is a summary of the most significant professional services performed by PricewaterhouseCoopers during the Compensation Period:

**SARBANES-OXLEY 404 SERVICES**

Project	US/Intl	Hours	Fees
Sarbanes-Oxley 404 Services	U.S.	14,776.9	\$2,053,064.75
	Intl	27,556.0	\$4,534,169.50
<b>Sarbanes-Oxley 404 Services Total</b>		<b>42,333.0</b>	<b>\$6,587,234.25</b>

**Monthly and Interim Fee Applications – 950.4 hours - \$237,700.50**

22. During the Compensation Period, PricewaterhouseCoopers continued to devote time to educating the client-service team regarding the fee application process and examples of the respective fee applications and best practices for preparing time descriptions for the Bankruptcy Court. PricewaterhouseCoopers' billing team devoted time to the review and preparation of the required billing submissions to the Bankruptcy Court (i.e. monthly fee statements (September, October, November and December), as well as the maintenance of an interim billing program (i.e. Time Tracker) for the professionals to submit their time by project and task code, as required by the Bankruptcy Court. PricewaterhouseCoopers' professionals also continued to work with the foreign affiliates to ensure compliance with the bankruptcy requirements and agreement with the hours, fees and expenses incurred on the Sarbanes-Oxley 404 project overseas, as requested by the Debtors.

**Non-Working Travel Time – 1,167.8 hours - \$178,261.25**

23. PricewaterhouseCoopers' professionals incurred non-working travel time between its respective PricewaterhouseCoopers' offices and the various Delphi office locations. Pursuant to the Local Rules, non-working travel time shall be separately described and may be billed at no more than 50% of regular hourly rates. PricewaterhouseCoopers reports each professional's non-working travel time billed to Delphi at 50% of the travel time; as such, PricewaterhouseCoopers is complying with the 50% reduction requirement.

**Validation and Remediation Services – 26,055.9 hours - \$3,773,982.00**

24. PricewaterhouseCoopers provided project assistance under the direction of Mr. David A. Bayles, related to Client's requirements under Section 404 of the Sarbanes Oxley Act of 2002 (SOX 404) and pertaining to Delphi's overall SOX 404 management certification testing and remediation plans. The majority of our efforts fall into this category. During the interim period covered by this filing, PricewaterhouseCoopers' activities included execution of a first round validation testing and planning for roll forward / remediation testing that will occur in subsequent interim periods. PricewaterhouseCoopers assisted Delphi by providing all of the services in the manner, at the locations and within the times as set forth in Delphi's RFQ: RED-001-06 of January 13, 2006 and as amended by an Addition dated January 23, 2006, Sections 2.2 and 3.1 through 3.15]. During the Compensation Period, PricewaterhouseCoopers prepared for and began to execute the following activities:

- (a) Performed validation testing at locations selected by Delphi management.
- (b) In order to facilitate external audit reliance as contemplated in our SOW, at each testing location specifically identified by management, PwC provided a binder or binders that contain the following:
  - (i) A summary report of the test results;

- (ii) The testing templates and work papers;
- (iii) Copies of all samples and or items tested;
- (iv) Any walkthrough diagrams and/or narratives;
- (v) Any deficiencies found, copies of remediation plans as approved by Client, remediation testing templates, work papers, copies of test samples, and summary results;
- (vi) Anything else which PwC deems useful in order to assist management to achieve its objectives for compliance with Section 404.

(c) Entered all relevant and required data into Certus, as requested by management and as made possible by the technology.

(d) Where requested, assisted testing location management with identification of possible remediation activities. In addition, as requested, PwC provided advice to management's regarding its implementation of the remediation activities.

(e) Once testing location management believes that any issues have been remediated, performed additional testing to determine if controls had been effectively remediated.

**Process Walkthroughs – 246.9 hours - \$41,001.00**

25. During the 2005 validation testing, Delphi had a number of exceptions which were attributed to the use of "generic" key controls which didn't represent the actual key controls in place at individual manufacturing locations. In order to increase testing efficiency for operating management, the SOX team (including PricewaterhouseCoopers) and Delphi IAS in 2006, Delphi management requested that PricewaterhouseCoopers perform limited process walkthroughs through discussions with local management. The goal of the walkthroughs was to identify the specific key controls that are in place at each trial balance (the "TB") in scope,



discuss them with local management to make sure that they agree that those are the appropriate controls and then to tailor the validation plans to test the specific controls that are in place.

Process walkthroughs started during the first Compensation Period, and were completed during this period.

26. During the Compensation Period, PricewaterhouseCoopers performed limited process walkthroughs for each trial balance and document the results. The walkthroughs consisted of meetings with process owners to understand processes and suggest key financial reporting controls to local management for their approval. For each trial balance, PricewaterhouseCoopers provided completed walkthrough templates for each business cycle in the planned scope and a responsibility matrix. These documents will be used by local management to update the site-specific controls in the control frameworks in preparation for validation testing.

**IT Validation and Remediation Services – 8,068.5 hours - \$1,284,171.50**

27. PricewaterhouseCoopers provided IT validation and remediation assistance under the direction of Mr. David A. Bayles and Delphi IT management, related to Delphi's SOX compliance requirements. These activities were specifically related to providing management testing and guidance on application and infrastructure controls that support and complement the business process controls that are covered by the activities described in C. above. During the Compensation Period, PricewaterhouseCoopers' activities included completing execution of round one validation testing, continuation of application control testing and beginning execution of round two validation testing. During the Compensation Period, PricewaterhouseCoopers continued to provide the following services:

- a. Assistance with Information Technology General Computer Controls as follows:
  - (i) Review and input on the ITGC control framework
  - (ii) Review and input on testing scope and procedures
  - (ii) Management testing of ITGC controls

- b. Assistance with segregation of duties as follows:
  - (i) Performed a review of Delphi's segregation of duties tool (SODA) and validated results
  - (ii) Ran reports with PwC's segregation of duties tool (ACE) for comparison with SODA
  - (iii) Defined segregation of duties conflict rules to prepare for the annual segregation of duties review
- c. Participated in process walkthroughs (E) to identify and validate SAP application controls.

**Material Weakness Remediation – 1,276.0 hours - \$278,893.50**

28. During 2005, Delphi identified nine material weaknesses and two significant deficiencies in the company's system of internal control over financial reporting. One of management's goals for 2006 was to remediate as many of those material weaknesses and significant deficiencies as possible. Delphi Management requested PwC to assist management in this endeavor in a number of specific ways.

29. Delphi established individual work plans with executive owners and Delphi finance and operations teams for each of the material weaknesses and significant deficiencies. The results of these work plans were reported to the Delphi SOX core team on a regular (either bi-weekly or monthly depending on project) basis and were discussed at monthly Financial Task Team (FTT) meetings and meetings with Delphi's Chief Financial Officer, Delphi's Chief Accounting Officer and Ernst & Young, Delphi's external auditor. Due to time constraints on the Delphi SOX core team, Delphi asked PwC to provide an experienced manager on a full time basis to do a variety of tasks including design of workplan templates, coordination of updates of individual workplans, preparation of materials for FTT, etc.

**Contract Administration – 3,494.1 hours - \$575,958.00**

30. This is a continuation of work that began during the first Compensation Period. PricewaterhouseCoopers provided assistance with remediation of the Contract Administration

material weakness. PricewaterhouseCoopers provided specific technical skills to assist the Delphi material weakness remediation team with identifying and implementing key controls to correct the issues identified by Delphi during 2005. The PricewaterhouseCoopers contract management team conducted a survey across Delphi of contract management processes, controls and systems in order to identify strengths and weaknesses. They suggested alternative approaches to improve the contract management process, including a specific focus toward identifying initial action steps to eliminate the reported contract administration control weakness.

**Treasury Assistance – 504.1 hours - \$136,455.00**

31. As mentioned in paragraph 20 above, Delphi identified 9 material weaknesses in internal controls over financial reporting in 2005. One of these material weaknesses related to the application of FAS 133, Accounting for Derivative Instruments and Hedging Activities. The PricewaterhouseCoopers hedge remediation team has assisted with a review of the exposure gathering process, including the intercompany exposure gathering and netting process. In addition, PricewaterhouseCoopers has been assisting in the update of forms used by Delphi to document hedge accounting for foreign exchange.

**HR/Pension Assistance – 568.3 hours - \$80,487.50**

32. As mentioned in paragraph 20 above, Delphi identified 9 material weaknesses in internal controls over financial reporting in 2005. One of these material weaknesses related to the reconciliation of demographic data transferred between Delphi, Fidelity (as Delphi's recordkeeper) and Watson Wyatt (as Delphi's actuary). Management requested PwC assistance with a number of workstreams associated with the demographic data material weakness.

33. These workstreams have included the following:

- a. Assistance with the executive team leading the material weakness remediation efforts including the development of test plans and the

assistance with the reconciliations of the demographic headcount data for the periods 9/30/2005 and 9/30/2006. This also included the review and consultation of the actuarial valuation census data report compiled by Watson Wyatt.

- b. Assistance with Delphi's reporting under the Employee Retirement Income and Security Act of 1974 ("ERISA") for pension plan audits including consultation with their external auditors, Grant Thornton on testing approach, financial statement review and review of testing performed by management on behalf of the external auditors.

#### **FRESH START ACCOUNTING SERVICES**

34. The Company wanted accounting consulting assistance from senior accountants at PwC to assist them in thinking through the proper accounting methodologies to be employed upon the planned exit from bankruptcy ("fresh start accounting"). Our resources spent time with Tim Timko, Delphi corporate controller and his team thinking through the proper scope, work plan and high level issues which will be encountered in executing this process. Given the vast experience PwC brought to the table, Delphi wanted our initial thinking regarding such a project. This accounting is highly technical and requires the proper skill set to apply properly.

#### **PROJECT GIANT**

35. Delphi has been presented with an offer from a group of planned investors to execute a planned transformation which requires among other matters, due diligence procedures be executed. PwC has been retained by Delphi to execute these due diligence procedures (referred

to as "Project Giant") to assist in execution of the transformation. We have started to perform certain of the following due diligence procedures for each operating division as appropriate using separate teams, all coordinated via a central team located at Delphi Headquarters in Troy, MI.

### **Financial Due Diligence**

#### General

- a. We have spent time with senior management understanding the Company's accounting policies and how those policies impact reported results.
- b. We have started to obtain an understanding into the Company's financial reporting and the Company's current estimate, if any, of the range of the potential effects to its reported earnings.
- c. We have started to summarize the key financial aspects of transactions and agreements/arrangements between the Company and General Motors.

#### Quality of Earnings / Cash Flow (performed for each operating division as appropriate)

- d. We have started to prepare a quality of earnings analysis for 2006 at the EBITDA level with a focus on the following:
  - i. Analyzing management adjustments to EBITDA, if any,
  - ii. Identifying one-time / non-recurring items (e.g. isolated customer accommodations and/or charges/concessions, cost of attrition programs, significant tooling gains or losses, inventory adjustments, etc.),
  - iii. The impact of any significant changes in accounting policies, reserves and accruals (e.g. warranty, inventory, etc.),
  - iv. Identification of ancillary income streams and gain/losses,

- v. Identification of significant cash vs. income statement timing effects (i.e., book versus cash costs of employee benefits, etc.) and
- vi. Analyzing the full year pro forma run rate effect of certain restructuring actions already taken by management (i.e., reduction in pension and post-retirement expenses, plant closure savings, labor action savings, sold businesses, etc.)
- e. We have started to analyze monthly working capital trends and metrics (i.e., inventory turns, days payables outstanding, days sales outstanding, etc.) with a focus on assessing the potential impact of the normalization of working capital upon emergence.
- f. We have started to summarize the Company's historical vs. budget and projected levels of capital expenditures.

Operating Division Analysis and Corporate Headquarters (performed for each operating division as appropriate)

- g. We have started to prepare a preliminary profitability analysis for 2006 with a focus on trends in the key drivers of profitability (i.e. cost trends in raw material and labor costs, unprofitable customer contracts, changes in product mix, overheads, foreign exchange, etc.,) for each operating division / geography as appropriate.
- h. We have started to analyze and summarize the Company's corporate overhead cost structure and understand how such costs have been allocated to the operating divisions/geographies.

2007 to 2011 Business Plan (performed for each operating division as appropriate)

- i. We have started to understand and bridge the movement in sales and EBITDA for each year from 2006 to 2011 for each business unit and summarize the significant contributors to the actual / assumed drivers of growth/decline.

j. We have started to assess the Company's 2007 to 2011 business plan with a focus on highlighting the financial impact of significant restructuring initiatives and other key assumptions (i.e., emergence agreements with customers/employees/vendors, suspension of givebacks, price increases, etc.) built into business plan.

k. We have started to assess the reasonableness of the Company's quantification of each significant restructuring initiative/key assumption's contribution to EBITDA by linkage/comparison to historical financial trends, consistency with draft agreements and other financial measures/data.

i. We have started to understand and identify significant potential upsides/vulnerabilities in production volumes and revenues/EBITDA using AUTOFACTS data.

#### **Tax Due Diligence**

l. We have started to perform tax due diligence would be conducted on significant domestic and foreign entities as appropriate.

m. We have reviewed the tax provision workpapers and cushion analysis for the most recent audited financial statements.

n. We have started to analyze the federal and significant state income tax returns of the Company for tax years open to examination.

o. We have started to review the status of any material federal and state tax examinations.

p. We have started to analyze the significant book/tax differences between financial statements and tax returns.

q. We have started to analyze the Company's significant tax attributes (e.g. NOLs) and any potential limitations on their usage. Assist in modeling the Company's NOL utilization post acquisition.

r. We have held some discussions with the management and tax advisors regarding the Company's tax position.

s. We have started to inquire about and assess any tax issues relating to significant acquisitions, divestitures, and internal restructurings. Review status of claims/exposures remaining under tax separation agreement with General Motors.

t. We have started to inquire about and assess any tax issues relating to historic intercompany cross-border transactions (including cash repatriation) and transfer pricing methodology and documentation.

u. We have started to assess certain significant non-income based tax exposure as appropriate.

**Employee Benefits Due Diligence**

v. We have started assess impact on earnings and determine ongoing cost of all existing benefit programs, including: US pension plans, non-US pension plans, post retirement medical plans, 401(k)/profit sharing plan, health & welfare programs, incentive and deferred compensation, executive arrangements, severance, and supplemental benefits.

w. We have started to analyze the P&L charges, cash costs and balance sheet accruals for five years for all pension and post retirement plans including the impact on EBITDA for the current year.

x. We have started to review union contracts and related multi-employer pension and welfare plan to assess financial implications of the transaction, including potential



withdrawal liability. We have started to review works council issues in non-US locations to identify transaction issues.

y. We have started to assess adequacy of reserves for all unfunded obligations, including paid time off, incentive compensation, and self-funded group insurance.

z. We have started to evaluate current severance arrangements and determine financial impact of any planned headcount reduction.

## EXPENDITURES

36. The disbursements of PricewaterhouseCoopers for the Statement Period are as follows:

### SARBANES-OXLEY 404 SERVICES - EXPENDITURES

Disbursement	Amount
Airfare	\$116,899.23
Lodging	\$170,670.45
Meals while Traveling	\$41,644.74
Parking	\$5,061.30
Personal Car Mileage	\$41,354.49
Public Transportation	\$26,601.20
Rental Car	\$40,418.25
Sundry - Other ( <i>e.g. computer equipment while at client location, telecommunications, copies</i> )	\$69,002.02
<b>TOTAL</b>	<b>\$511,651.68</b>

### PROJECT GIANT - EXPENDITURES

Disbursement	Amount
Airfare	\$13,114.85
Lodging	\$7,093.30
Meals while Traveling	\$5,020.97
Parking	\$264.00
Personal Car Mileage	\$1,429.92

<b>Disbursement</b>	<b>Amount</b>
Public Transportation	\$1,686.66
Rental Car	\$2,526.76
Sundry - Other ( <i>e.g. computer equipment while at client location, telecommunications, copies</i> )	\$12.95
<b>TOTAL</b>	<b>\$31,149.41</b>

37. Although every effort has been made to include all fees and expenses incurred in the Third Interim Fee Application, some fees and expenses might not be included in this Third Interim Fee Application due to delays caused by accounting and processing procedures. PricewaterhouseCoopers reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Bankruptcy Rules and the Fee Order.

38. The services detailed above were reasonable and necessary in order for PricewaterhouseCoopers to perform its duties and obligations to the Debtors and this Court, applying PricewaterhouseCoopers' usual and customary billing rates for the types of services performed, except where, as noted, discounts were applied in accordance with the engagement letters. Billing rates are subject to change and are reviewed and adjusted periodically.

39. In rendering these services, PricewaterhouseCoopers made every effort to maximize the benefit to the Estate and to work with other professionals employed in the case to avoid duplication of effort. PricewaterhouseCoopers believes that the level of services rendered to achieve the results obtained for the benefit of the Estate was reasonable in light of the number and complexity of the issues involved in this case. PricewaterhouseCoopers judiciously allocated responsibilities to minimize possible duplication of effort.

40. Other than as provided in Section 504(b) of the Bankruptcy Code, PricewaterhouseCoopers has not shared, or agreed to share, any compensation received with respect to the Third Interim Fee Application period as a result of this case with any person, firm or entity. No promises concerning compensation have been made to PricewaterhouseCoopers by any firm, person or entity. The sole and exclusive source of compensation shall be funds of the Estate.

### **CONCLUSION**

41. PricewaterhouseCoopers respectfully submits that the interim compensation requested herein is reasonable compensation for the actual and necessary services rendered based upon the time, nature and value of such services. PricewaterhouseCoopers further asserts that the costs of services rendered and expenses incurred are comparable to the cost of similar services and expenses in matters other than under the Bankruptcy Code and consistent with PricewaterhouseCoopers' Retention Application.

WHEREFORE, for all of the foregoing reasons, PricewaterhouseCoopers respectfully requests that this Court enter an order: (a) awarding PricewaterhouseCoopers allowance of compensation in the amount of \$8,557,454.00 and reimbursement of out-of-pocket expenses in the amount of \$542,801.10 for the Compensation Period and directing payment of the foregoing sums to the extent not previously paid; (b) authorizing and directing the Debtors to pay the unpaid balance for said fees and expenses; and (c) granting PricewaterhouseCoopers such other and further relief as this Court deems just and proper.

Dated: April 17, 2007  
Detroit, Michigan



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Partner

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re )  
 ) Chapter 11  
 )  
DELPHI CORPORATION, et al ) Case No. 05-44481 (RDD)  
 )  
Debtors. ) Jointly Administered  
 )  
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**THIRD INTERIM FEE APPLICATION FOR PRICEWATERHOUSECOOPERS LLP  
FOR THE PERIOD OCTOBER 1, 2006 THROUGH JANUARY 31, 2007**

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**SUMMARY OF EXHIBITS**

Exhibit A - Certification of Brian D. Decker.

Exhibit B - Retention Order dated June 21, 2006 authorizing the employment and retention of PricewaterhouseCoopers LLP to provide certain Sarbanes-Oxley Compliance, Tax and Financial Planning and Other General Tax Consulting Services to the Debtors; Supplemental Retention Order dated January 17, 2007 expanding the scope of retention for the due diligence project.

**Fixed Fee Services**

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Exhibit C - Invoice and summary schedule for the Fixed Fee - Executive Personal Financial Planning Services

Exhibit D - Invoices for the WNTS Services

**Hourly Fee Services**

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Exhibit E - Summary of Hours, Billing Rate and Fees by Professional

Exhibit F - Project Category Fees, Subcategories and Task Codes

Exhibit G - Daily Time Detail by Category and Professional

Exhibit H - Summary and Detail of Expenditures by Professional

Exhibit I - Rate Schedule